

RECORDATION NO. 14823 - ^N FILED

OCT 26 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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October 26, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale Partial Lease Termination, dated as of October 25, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust 85-2) and related documents previously filed with the Commission under Recordation Number 14823.

The name and address of the party to the enclosed document are:

Lessor. ATEL Capital Equipment Fund VII, L.P.
 c/o ATEL Leasing Corporation
 235 Pine Street
 San Francisco, CA 94104

[Lessee GATX Corporation
 222 West Adams Street
 Chicago, IL 60661]

Chief
Section of Administration
October 26, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

13 railcars TERMINATED within the series GACX 56350 – GACX 56405
as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Bill of Sale Partial Lease Termination

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

✓ Edward M. Luria

EML/sem
Enclosures

OCT 23 '11 -8 00 AM

BILL OF SALE PARTIAL LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

ATEL Capital Equipment Fund VII, L.P. ("ATEL"), successor to The Bank of New York, Lessor under that certain Equipment Lease dated as of October 25, 1985 (ICC Recordation No. 14823) as amended and supplemented by Lease Supplement No. 1 dated as of December 19, 1985 (ICC Recordation No. 14823-A), Lease Supplement No. 2 dated as of June 15, 1986 (ICC Recordation No. 14823-B), and by Lease Supplement No. 3 dated as of June 15, 1987 (ICC Recordation No. 14823-C) and by Amendment No. 1 to Equipment Lease and First Lease Renewal dated November 9, 2005 and Amendment No. 2 to Equipment Lease and Second Lease Renewal dated October 29, 2010, (the Equipment Lease, Lease Supplements Nos. 1, 2 and 3 and Amendments No. 1 and 2 are together, the "Lease"), does hereby grant, bargain, sell, transfer, convey, assign and release to GATX Corporation ("GATX") and its successors and assigns all right, title and interest of ATEL, in and to the railcars listed on the attached Schedule I (the "Sold Equipment") "as is", "where is", without recourse or warranty other than a warranty against any liens or encumbrances on the Sold Equipment arising by, through or under ATEL as a result of any act of or claim against ATEL not related to or connected with the ownership, leasing, use or operation of the Sold Equipment or any transaction contemplated by the Operative Agreements (as defined in the Lease).

ATEL hereby acknowledges that the lease term under the Lease with respect to the Equipment and the obligation of the Lessee to pay Fixed Rental as defined in the Lease for such Equipment under the Lease has terminated.

Dated: Oct. 25, 2011

ATEL Capital Equipment Fund VII, L.P.

By: ATEL Financial Services, LLC, its Manager

By: ATEL Leasing Corporation, its Manager

By: Vasco H. MoraisPrint Name: Vasco H. Morais
Executive Vice President

Title: _____

ATEL LEGAL DEPARTMENT

APPROVED
AS TO FORMBY: [Signature]

State of California)
) SS

County of San Francisco)

On this 25th day of October, 2011, before me personally appeared Vasco H. Moraes, to me personally known, who being by me duly sworn, say that he/she is a Executive VP of ATEL Capital Equipment Fund VII, L.P., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Vicki Kiele

[Notarial Seal]

My commission expires: Aug 30, 2012



SCHEDULE 1
AIRSLIDE CARS

	<i>Identifying Marks and Numbers</i>	<i>Product Description</i>
1)	GACX056350	4566 Airslide
2)	GACX056354	4566 Airslide
3)	GACX056356	4566 Airslide
4)	GACX056358	4566 Airslide
5)	GACX056371	4566 Airslide
6)	GACX056387	4900 Airslide
7)	GACX056389	4900 Airslide
8)	GACX056392	4900 Airslide
9)	GACX056395	4900 Airslide
10)	GACX056401	4900 Airslide
11)	GACX056403	4900 Airslide
12)	GACX056404	4900 Airslide
13)	GACX056405	4900 Airslide

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/26/11

Edward M Luria
Edward M Luria